



The David J. Joseph Company

August 7, 2006

RECORDATION NO. 26474-A FILED

AUG 09 '06

4-25 PM



Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated July 28, 2006 between the following two parties:

Assignee: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in index as follows: Memorandum of Assignment and Assumption Agreement dated July 28, 2006 related to thirty (30) railcars bearing reporting marks: JTSX 30001 - 30077, sporadic.

Please file this agreement as a secondary document under Recordation 26474-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 26474. The filing fee in the amount of \$34.00 is included in the enclosed check No. 581868. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

AUG 09 '06

4-25 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 28, 2006 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 12, 2006, between Assignor, as Lessor, and Martin Marietta Materials, Inc, for thirty (30) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of July 28, 2006.

**THE DAVID J. JOSEPH COMPANY**

By: Name: James H. GoetzTitle: Executive Vice President & CFO

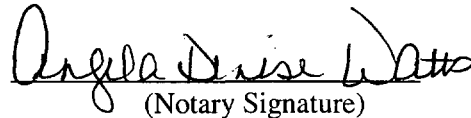
**THE FIFTH THIRD LEASING COMPANY**

By: Name: Christopher S. BellTitle: Vice President

STATE OF OHIO                    )  
                                          ) SS:  
COUNTY OF HAMILTON        )

On this 28<sup>th</sup> day of July, 2006, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of July, 2006.

  
(Notary Signature)

My commission expires:

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**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF )  
 ) SS:  
COUNTY OF )

On this 28<sup>th</sup> day of July, 2006, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christopher S Bell, to me personally known, who stated and acknowledged that he/she is the Vice President of The Fifth Third Leasing Company, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of July, 2006.

Angela Denise Watts  
(Notary Signature)

My commission expires:

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**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

Thirty (30) railcars bearing reporting marks:

JTSX	30001
JTSX	30007
JTSX	30009
JTSX	30011
JTSX	30012
JTSX	30015
JTSX	30016
JTSX	30017
JTSX	30018
JTSX	30029
JTSX	30032
JTSX	30035
JTSX	30037
JTSX	30038
JTSX	30042
JTSX	30045
JTSX	30047
JTSX	30048
JTSX	30049
JTSX	30055
JTSX	30058
JTSX	30063
JTSX	30064
JTSX	30065
JTSX	30066
JTSX	30067
JTSX	30072
JTSX	30074
JTSX	30076
JTSX	30077

**LEASE:** Dated June 12, 2006 between The David J. Joseph Company and Martin Marietta Materials, Inc.